

RAIL LOGISTICS, LC

RECEIVED NO. 29704 FEB

MAR 30 '11 - 5 10 PM

SURFACE TRANSPORTATION BOARD

MAR 30 2011

March 25, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 East Street, SW
Washington, D.C. 204243-0001

Dear Section Chief:

Please find enclosed (1) one original Bill of Sale (primary document) dated February 4, 2011 between the following parties:

Seller: Rail Logistics, LC

Buyer: Fuzzy's Industrial Maintenance & Manufacturing

Also enclosed is Schedule 1 to the Bill of Sale reflecting the equipment listing involved in this transaction of (12) Gondola railcars.

This filing is to appear in the index as follows:

Bill of Sale dated February 4, 2011 related to (12) Gondola railcars.
bearing the reporting marks as presented in Schedule 1 to the Bill of Sale.

The filing fee for this document in the amount of \$41 is enclosed.

Please return all stamped originals to my attention. Should you have any questions, please do not hesitate to contact me at 913-491-0050, or nanci@rrlx.com. Thank you.

Sincerely,



Nanci L. Norman
Contract Administrator

cc: Michael S. Lerner
Managing Member

ENCS

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SURFACE TRANSPORTATION BOARD

EXHIBIT B TO
PURCHASE AND SALE AGREEMENT

BILL OF SALE

MAR 30 2011

RAIL LOGISTICS, LC, a Kansas limited liability company (the "Company"), in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, from Fuzzy's Industrial Maintenance and Manufacturing, 105 West First Street, Borger Texas 79007, a Texas LP (the "Buyer"), hereby grants, sells, assigns, conveys, transfers, delivers and sets over unto Buyer, the railroad units of rolling stock identified in Schedule 1 attached hereto and made a part hereof (the "Equipment").

The Company hereby warrants that it has good and marketable title to the Equipment and that the Company's title thereto is free from all liens and encumbrances, other than liens or encumbrances created by Buyer or by persons claiming by, through or under Buyer. The description of the Equipment set forth in Schedule 1 hereto is for the sole purpose of identification and is not part of the basis of the bargain.

This Bill of Sale is being delivered in connection with the Purchase and Sale Agreement between the Company and Buyer dated as of February __, 2011 (the "Agreement"). EXCEPT FOR THE WARRANTY OF TITLE SET FORTH IN THIS BILL OF SALE AND THE REPRESENTATIONS AND WARRANTIES OF THE COMPANY SET FORTH IN THE AGREEMENT, THE EQUIPMENT IS BEING SOLD TO BUYER BY THE COMPANY "AS-IS" "WHERE-IS", WITHOUT ANY OTHER REPRESENTATIONS AND WARRANTIES, WHETHER WRITTEN, ORAL OR IMPLIED, AND THE COMPANY SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HERewith, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT.

IN WITNESS WHEREOF, the Company has caused this Bill of Sale to be duly executed by its officer thereunto duly authorized as of this ____ day of February, 2011.

RAIL LOGISTICS, LC

By: 

Its: _____

SCHEDULE 1
TO THE BILL OF SALE
DATED AS OF February 4, 2011

<u>Description</u>	<u>Nbr of Cars</u>	<u>Marks</u>	<u>Car Numbers</u>
Gondolas	12	RRLX	005101
		RRLX	005102
		RRLX	005103
		RRLX	005104
		RRLX	005105
		RRLX	005106
		RRLX	005107
		RRLX	005108
		RRLX	005109
		RRLX	005110
		RRLX	005111
		RRLX	005112